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REMITTANCE ADVICE

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1060-0589

Page 1 of 1

(1) LOCK BOX # 9/9093			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) <b>Hogan &amp; Hartson L.L.P.</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>555 - 13th Street, N.W.</b>			
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(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20004</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(202) 637-6596</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003-7278-72</b>			
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME			
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(21) APPLICANT (FRN)			
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(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
VER _____ <b>01/10</b> <b>2/15/08</b>			

# HOGAN & HARTSON

Hogan & Hartson LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
+1.202.637.5600 Tel  
+1.202.637.5910 Fax

[www.hhlaw.com](http://www.hhlaw.com)

Yaron Dori  
Partner  
+1.202.637.5458  
[ydori@hhlaw.com](mailto:ydori@hhlaw.com)

February 15, 2008

*Via Overnight Delivery*

Ms. Marlene H. Dortch  
Secretary, Federal Communications Commission  
c/o U.S. Bank  
1005 Convention Plaza  
SL-MO-C2-GL  
St. Louis, MO 63101  
Lockbox Number 979-093

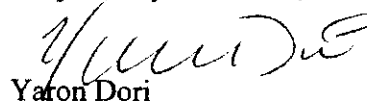
**Re: File No. SCL \_\_\_\_\_  
In the Matter of Application for Consent to Transfer Control  
of Pacific Lightnet, Inc., to SK Telecom Holdings, L.P.**

Dear Ms. Dortch:

Attached for filing are an original and four copies of the above-referenced Application for Consent to Transfer Control of Pacific Lightnet, Inc., to SK Telecom Holdings, L.P. Kindly date-stamp the additional copy of this filing and return it in the enclosed postage prepaid envelope.

Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,



Yaron Dori  
Counsel to SK Telecom Holdings, L.P.

cc: John A. Maraia (TM Communications Hawaii, LLC)  
Laura Mayhook (Pacific Lightnet, Inc.)

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of

Pacific Lightnet, Inc.

Application for Consent to Transfer  
Control of Pacific Lightnet, Inc., to  
SK Telecom Holdings, L.P.

File No. SCL-\_\_\_\_\_

**APPLICATION FOR CONSENT TO TRANSFER CONTROL OF  
PACIFIC LIGHTNET, INC.**

SK Telecom Holdings, L.P. ("SK Telecom" or "Applicant" or "Transferee"), by its attorneys and pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, hereby seeks Commission authority to acquire control of Pacific Lightnet, Inc. ("PLNI"). As explained more fully below, this Application is eligible for streamlined processing, and SK Telecom respectfully requests such processing to facilitate the closing of the proposed transaction that is the subject of this Application as expeditiously as possible.

PLNI holds an interest in the submarine cable landing license associated with the interisland cable system formerly known as the "GST Interisland Cable System."<sup>1</sup> Specifically,

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<sup>1</sup> The submarine cable landing license associated with the GST Interisland Cable System initially was first issued to GST Pacwest Telecom Hawaii, Inc. ("GST Pacwest"). *See In re GST Pacwest Telecom Hawaii, Inc.*, 11 FCC Rcd 3024 (1996). At that time, the license was known under file number SCL-95-003. *See id.* The Commission subsequently approved a *pro forma* transfer and assignment of the license from GST Pacwest to GST Telecom Hawaii, Inc. ("GST"), as part of an internal corporate restructuring. *See FCC Public Notice, Overseas Common Carrier Section 214 Applications Actions Taken*, 12 FCC Rcd 16423, 16427 (Int'l Bureau 1997). The file number for the license subsequently changed to SCL-LIC-19950627-0024; and, on September 28, 2001, the Commission approved the transfer of control of GST's interest in the

PLNI owns and controls 12 fibers in the interisland cable system connecting the islands of Kauai, Oahu, Maui and Hawaii, and eight fibers in the system connecting the islands of Lanai and Molokai.<sup>2</sup> PLNI utilizes the interisland cable system as part of its provision of telecommunications service to end users in Hawaii.<sup>3</sup>

On February 4, 2008, TM Communications Hawaii, LLC ("Tomen" or "Transferor"), SK Telecom and PLNI entered into a Stock Purchase Agreement ("Agreement") pursuant to which Tomen, which together with NextNet Investments, LLC ("NextNet"), owns all of the issued and outstanding stock of PLNI, agreed to sell 100 percent of the issued and outstanding stock of PLNI to SK Telecom (the "Transaction"). Tomen was permitted to sell NextNet's interest in PLNI to SK Telecom through an irrevocable proxy exercised to effectuate the transfer.<sup>4</sup> To effectuate the Transaction, SK Telecom will acquire all of the issued and outstanding stock of PLNI from Tomen and NextNet. Upon consummation of the Transaction, PLNI will be wholly-owned by SK Telecom and SK Telecom will control PLNI's entire interest in the interisland cable system. The board of directors of Tomen and the managing partner of SK Telecom have, to the extent necessary, approved or ratified the Agreement.

SK Telecom is a limited partnership that was formed for the purpose of acquiring all of the outstanding stock of PLNI. SK Telecom is owned by the following principal investors: SK

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license to PLNI. *See In re GST Telecom Hawaii, Inc., and Pacific Lightnet, Inc.*, 16 FCC Rcd 17218 (2001).

<sup>2</sup> The remaining portions of the interisland cable system are owned and controlled by Time Warner Telecom of Hawaii, L.P. ("TWT"). The transfer of control for which approval is sought in this Application will have no effect on TWT's interest in the interisland cable system.

<sup>3</sup> Notably, the system connects the six major islands that comprise the State of Hawaii.

<sup>4</sup> Because of Tomen's irrevocable proxy in NextNet's interest in PLNI, only Tomen is identified as the Transferor in this Application.

Capital Holdings, L.P. ("SK Capital"), a private investment management firm, which holds a 78.125 percent interest in SK Telecom. SK Capital, a limited partnership formed for the purpose of acquiring an interest in SK Telecom, is comprised of a group of private investors, each of whom is a U.S. citizen. As disclosed more fully below, four of the private investors in SK Capital each holds a greater than ten percent indirect interest in SK Telecom.

The Transaction is intended to ensure that PLNI will be better positioned to succeed in the highly competitive and increasingly global telecommunications marketplace by bringing stability and additional strategic business expertise to the company and its operations. The Transaction will affect only the ultimate ownership of PLNI and is not expected to affect the day-to-day operation of the company or its existing management personnel or structure. In this respect, the Transaction will not reduce the number of competitors in the relevant market and will be transparent to consumers. Because the Transaction will only improve PLNI's position and will not have any adverse effects on the relevant market or consumers, approval of the Transaction is in the public interest.

To facilitate the processing of this submission, and in accordance with the applicable requirements of section 1.767(a)(11) of the Commission's rules, SK Telecom, and, where necessary, Tomen, hereby respectively certify the following (the numeric references below correspond to the requirements for applications set forth in section 1.767(a) of the Commission's rules):

(1) The Transferor is Tomen and the Transferee is SK Telecom. Business addresses and telephone numbers for each entity appear below.

*The Transferor*

TM Communications Hawaii, LLC  
805 Third Avenue  
New York, NY 10022  
Tel: (212) 355-3225

*The Applicant and Transferee*

SK Telecom Holdings, L.P.  
515 South Figueroa Street, Suite 1100  
Los Angeles, CA 90071  
Tel: (213) 683-4622

(2) Both Tomen and SK Telecom are organized under the laws of the State of Delaware.

(3) Correspondence concerning this Application should be addressed to the following:

*For the Transferor (Tomen):*

John A. Maraia  
Secretary  
805 Third Avenue  
New York, NY 10022  
Tel: (212) 355-3225  
Fax: (212) 355-3499  
E-mail: [john\\_maraia@taiamerica.com](mailto:john_maraia@taiamerica.com)

*For the Applicant and Transferee (SK Telecom):*

Peter A. Rohrbach  
Yaron Dori  
Mark W. Brennan  
Hogan & Hartson L.L.P.  
555 13th Street NW  
Washington, D.C. 20004  
Tel: (202) 637-5600  
Fax: (202) 637-5910  
E-mail: [parohrbach@hhlaw.com](mailto:parohrbach@hhlaw.com)  
[ydori@hhlaw.com](mailto:ydori@hhlaw.com)

*For the Licensee (PLNI):*

Laura M. Mayhook  
Mayhook Law PLLC  
34808 N.E. 14th Avenue  
La Center, Washington 98629  
Tel: (360) 263-4340  
Fax: (360) 263-4343  
E-mail: [laura@mayhooklaw.com](mailto:laura@mayhooklaw.com)

(8) Applicant and Transferee SK Telecom hereby provides the following information and certifications required by sections 63.18(h) through (k) and (o) of the Commission's rules, 47 C.F.R. §§ 63.18(h)-(k), (o), as appropriate:

§ 63.18(h): The following entities or individuals, directly or indirectly, own at least ten percent of the equity of the Applicant and Transferee, SK Telecom, as determined by successive multiplication in the manner specified in the note to 47 C.F.R. § 63.18(h):

*Name*: SK Capital Holdings, L.P.  
*Address*: 515 S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship*: United States  
*Principal Business*: Investment Management  
*Ownership Interest*: Holds 78.125 percent of the equity in SK Telecom Holdings, L.P.

*Name*: Robert Seidler  
*Address*: S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship*: United States  
*Principal Business*: Private Investor  
*Ownership Interest*: Holds an indirect 16.3 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

*Name*: Matthew Seidler  
*Address*: S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship*: United States  
*Principal Business*: Private Investor  
*Ownership Interest*: Holds an indirect 16.3 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

*Name:* Peter Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 12.5 percent interest in SK Telecom Holdings, L.P., through its interest in SK Capital Holdings, L.P.

*Name:* John Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 12.5 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

Each above-referenced private investor holds his interest in SK Telecom Holdings, L.P., through his respective interest in SK Telecom Capital, L.P.

Applicant and Transferee SK Telecom does not have any interlocking directorates, as that term is defined in 47 C.F.R. § 63.09(g), with a foreign carrier.

§ 63.18(i): Applicant and Transferee SK Telecom hereby certifies that it is not a foreign carrier and is not affiliated with a foreign carrier, as those terms are defined in sections 63.09(d) and (e) of the Commission's rules, 47 C.F.R. §§ 63.09(d) and (e).

§ 63.18(j): Applicant and Transferee SK Telecom hereby certifies that it does not seek to provide international telecommunications services to any destination country for which the following is true: (1) SK Telecom is a foreign carrier in that country; (2) SK Telecom controls a foreign carrier in that country; (3) any entity that owns more than 25 percent of SK Telecom, or that controls SK Telecom, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of SK Telecom and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the U.S.

§ 63.18(k): Not applicable in light of the above response.



§ 63.18(o): Pursuant to sections 1.2001 through 1.2003 of the Commission's rules, Transferor Tomen and Applicant and Transferee SK Telecom hereby certify that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(9) Applicant and Transferee SK Telecom and PLNI, the licensee herein, accept and will abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g), consistent with the information set forth in this Application.

(10) Transferor Tomen and Applicant and Transferee SK Telecom possess no further information that is required for the Commission to act on this Application; however, they reserve the right to supplement this Application if further information is needed by the Commission or the International Bureau.

*Request for Streamlined Processing:* Pursuant to the requirements of section 1.767(j) of the Commission's rules, 47 C.F.R. § 1.767(j), Transferor Tomen and Applicant and Transferee SK Telecom respectfully request that this Application be processed on a streamlined basis. This Application is eligible for streamlined treatment pursuant to section 1.767(k)(1) of the Commission's rules, 47 C.F.R. § 1.767(k)(1), because Applicant and Transferee SK Telecom hereby certifies that it is not a foreign carrier and is not affiliated with a foreign carrier in any destination market for which the cable may be used.

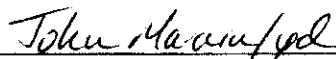
### Conclusion


For the reasons discussed herein, the parties to this Application respectfully request that the Commission grant authority for the proposed transfer of control expeditiously pursuant to the Commission's streamlined processing procedures.

Respectfully submitted,

TM Communications Hawaii, LLC

SK Telecom Holdings, L.P.

By:   
John A. Maraia  
Secretary  
805 Third Avenue  
New York, NY 10022  
Tel: (212) 355-3225  
Fax: (212) 355-3499  
E-mail: [john\\_maraia@taiamerica.com](mailto:john_maraia@taiamerica.com)

By:   
Peter A. Rohrbach  
Yaron Dori  
Mark W. Brennan  
Hogan & Hartson L.L.P.  
555 13th Street NW  
Washington, D.C. 20004  
Tel: (202) 637-5600  
Fax: (202) 637-5910  
E-mail: [parohrbach@hhlaw.com](mailto:parohrbach@hhlaw.com)  
[ydori@hhlaw.com](mailto:ydori@hhlaw.com)  
[mwbrennan@hhlaw.com](mailto:mwbrennan@hhlaw.com)

Attorneys for the Transferee

Dated: February 15, 2008


## **CERTIFICATE OF SERVICE**

The undersigned hereby certifies that, pursuant to the terms of 47 C.F.R. § 1.767(j), a copy of the foregoing Application was today served via U.S. Mail and electronic mail on the following individuals:

Steven Lett  
Deputy U.S. Coordinator, EB/CIP  
U.S. Department of State  
2201 C Street, N.W.  
Washington, D.C. 20520-5818

Kathy Smith  
Office of Chief Counsel  
NTIA/U.S. Department of Commerce  
14th Street and Constitution Avenue, N.W.  
Washington, D.C. 20230

Hillary Morgan  
Deputy General Counsel  
Defense Information Systems Agency, Code RGC  
701 S. Courthouse Road  
Arlington, Virginia 22204



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# PUBLIC NOTICE

**Federal Communications Commission**  
**445 12<sup>th</sup> St., S.W.**  
**Washington, D.C. 20554**

News Media Information 202 / 418-0500  
Internet: <http://www.fcc.gov>  
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DA 08-\_\_\_\_

Released: February \_\_, 2008

## **DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF PACIFIC LIGHTNET, INC., TO SK TELECOM HOLDINGS, L.P.**

### **STREAMLINED PLEADING CYCLE ESTABLISHED**

WC Docket No. 08-\_\_\_\_

**Comments Due: March \_\_, 2008**

**Reply Comments Due: March \_\_, 2008**

The following application was filed pursuant to section 63.03 of the Commission's rules requesting approval for the transfer control of the ultimate ownership of Pacific Lightnet, Inc., ("PLNI"), to SK Telecom Holdings, L.P. ("SK Telecom") (collectively, Applicants).<sup>1</sup> PLNI is a corporation organized under the laws of the State of Hawaii. Fifty percent of the voting stock of PLNI is owned by TM Communications Hawaii, LLC ("Tomen"), and the other 50 percent is owned by NextNet Investments, LLC ("NextNet"). Tomen was permitted to sell NextNet's interest in PLNI through an irrevocable proxy exercised to effectuate the transfer. Tomen is ultimately controlled by Toyota Tsusho Corporation, a Japanese multi-business corporation which combines international trading functions with domestic source and supply chain and logistics services, and processing manufacturing functions in the industrial and consumer sectors. Tomen acquired its interest in PLNI in 2001. Overtime, Tomen's and its ultimate parent's eventually decided to sell its interest (and that of (NextNet) in PLNI to SK Telecom Holdings, LP. ("SK Telecom"). SK Telecom is a majority-owned by SK Capital Holdings, L.P. ("SK Capital"), a private firm comprised of investors that have a history of investing in and supporting middle-market businesses.

On February 4, 2008, SK Telecom Holdings, L.P. ("SK Telecom"), Pacific Lightnet, Inc. ("PLNI"), and TM Communications Hawaii, LLC ("Tomen"), entered into a Stock Purchase Agreement ("Agreement") pursuant to which Tomen, which together with NextNet Investments, LLC ("NextNet"), owns all of the issued and outstanding stock of PLNI, agreed to sell 100 percent of the issued and outstanding stock of PLNI to SK Telecom. Tomen was permitted to sell NextNet's interest in PLNI through an irrevocable proxy exercised to effectuate the proposed transfer. To effectuate the proposed transaction that is the subject of the Agreement, SK Capital Holdings, L.P. ("SK Capital"), a private investment management firm, created SK Telecom, which will acquire all of the issued an outstanding stock of PLNI (the "Transaction"). Upon consummation of the proposed Transaction, PLNI will be wholly-owned by SK Telecom, which is majority-owned and controlled by SK Capital. The board of

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<sup>1</sup> 47 C.F.R § 63.03; see 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international and wireless services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

directors of PLNI and the managing partner of SK Capital have, to the extent necessary, approved or ratified the Agreement.

Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules, because both the Transferee, SK Telecom Holdings, L.P., and the entity it is acquiring, Pacific Lightnet, Inc., having an individual or combined market share in the interstate, interexchange market of less than ten percent, and both entities, to the extent they provide service, are non-dominant with respect to any service and will offer service exclusively in geographic areas served by a dominant local exchange carrier (Hawaiian Telcom) that is not a party to the proposed transaction and that a grant of the application will serve the public interest, convenience, and necessity.<sup>2</sup>

Application Filed for the Indirect Transfer of Control of Pacific Lightnet, Inc., to SK Telecom Holdings, L.P., WC Docket No. 08-\_\_ (filed Feb. \_\_, 2008).

### **GENERAL INFORMATION**

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before March \_\_, 2008**, and reply comments **on or before March \_\_, 2008**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>3</sup> Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's eRulemaking Portal. See 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal eRulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

**In addition, email one copy of each pleading to each of the following:**

---

<sup>2</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>3</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); phone: 202 / 488-5300; fax: 202 / 488-5563;
- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- 3) Matthew Warner, Competition Policy Division, Wireline Competition Bureau, [matthew.warner@fcc.gov](mailto:matthew.warner@fcc.gov);
- 4) David Krech, International Bureau, Policy Division, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov);
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: 202 / 488-5300; fax: 202 / 488-5563; email: [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); url: [www.bcpiweb.com](http://www.bcpiweb.com).

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202 / 418-0530 (voice), 202 / 418-0432 (tty).

For further information, please contact Tracey Wilson-Parker at 202 / 418-1394 or Matthew Warner at 202 / 418-2419.

- FCC -

Approved by OMB  
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

PLNI 214 TOC

<b>I. Legal Name of Applicant</b>			
<b>Name:</b>	SK Telecom Holdings, L.P.	<b>Phone Number:</b>	213-683-4622
<b>DBA Name:</b>		<b>Fax Number:</b>	213-624-0691
<b>Street:</b>	515 South Figueroa Street Suite 1100	<b>E-Mail:</b>	
<b>City:</b>	Los Angeles	<b>State:</b>	CA
<b>Country:</b>	USA	<b>Zipcode:</b>	90071 -
<b>Attention:</b>	Matthew Seidler		

**2. Name of Contact Representative**

<b>Name:</b>	Yaron Dori	<b>Phone Number:</b>	202-637-5458
<b>Company:</b>	Hogan & Hartson LLP	<b>Fax Number:</b>	202-637-5910
<b>Street:</b>	555 Thirteenth Street, NW	<b>E-Mail:</b>	ydori@hhlaw.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20004-
<b>Attention:</b>		<b>Relationship:</b>	Legal Counsel

**CLASSIFICATION OF FILING**

**3. Choose the button next to the classification that best describes this filing. Choose only one.**

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: Must be completed if you select c or d.



4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
C 2142001050302 69							

5. Name of Section 214 Authorization Holder

<b>Name:</b>	Pacific Lightnet, Inc.	<b>Phone Number:</b>	808-791-1000
<b>DBA Name:</b>		<b>Fax Number:</b>	
<b>Street:</b>	1132 Bishop Street	<b>E-Mail:</b>	TSansom@PacificLight.net
	Suite 800		
<b>City:</b>	Honolulu	<b>State:</b>	HI
<b>Country:</b>	USA	<b>Zipcode:</b>	96813
			-
<b>Attention:</b>	Tim Sansom		

**6. Name of Assignor / Transferor**

<b>Name:</b>	TM Communications Hawaii, LLC	<b>Phone Number:</b>	212-355-3225
<b>DBA Name:</b>		<b>Fax Number:</b>	212-355-3499
<b>Street:</b>	805 Third Avenue	<b>E-Mail:</b>	john_maraia@taiamerica.com
<b>City:</b>	New York	<b>State:</b>	NY
<b>Country:</b>	USA	<b>Zipcode:</b>	10022
<b>Attention:</b>	John A. Maraia		

**7. Name of Assignee / Transferee**

<b>Name:</b>	SK Telecom Holdings, L.P.	<b>Phone Number:</b>	213-683-4622
<b>DBA Name:</b>		<b>Fax Number:</b>	213-624-0691
<b>Street:</b>	515 South Figueroa Street Suite 1100	<b>E-Mail:</b>	
<b>City:</b>	Los Angeles	<b>State:</b>	CA
<b>Country:</b>	USA	<b>Zipcode:</b>	90071
<b>Attention:</b>	Matthew Seidler		

<p>8a. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity   <input type="radio"/> Noncommercial educational licensee   <input type="radio"/> Notification of Pro Forma (No fee required.)</p> <p><input type="radio"/> Other (please explain):</p>
<p>8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.</p> <p>Fee Classification   CUT – Section 214 Authority</p>
<p>9. Description (Summarize the nature of the application.)</p> <p>(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p>Application for consent to transfer control of Pacific Lightnet, Inc., to SK Telecom Holdings, L.P.</p> </div>
<p>10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".</p>
<p>11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?      <input checked="" type="radio"/> Yes   <input type="radio"/> No</p> <p>If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."</p>

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14–20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

(1) The Section 214 holder is a foreign carrier in that country; or

(2) The Section 214 holder controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.



20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No  
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

#### CERTIFICATION

26. Printed Name of Assignor / Transferor TM Communications Hawaii, LLC	29. Printed Name of Assignee / Transferee SK Telecom Holdings, L.P.
27. Title (Office Held by Person Signing) Secretary	30. Title (Office Held by Person Signing) Managing Director
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) John A. Maraia	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Matthew Seidler
<p align="center">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

### **FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT**

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [Judith-B.Herman@fcc.gov](mailto:Judith-B.Herman@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

**THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.**

*Application to Transfer Control of Pacific Lightnet, Inc.,  
Under Section 214 of the Communications Act (International and Domestic)*

**ATTACHMENT 1**

**Information Required to Supplement the International Section 214 Main Form**

**Answer to Question 10**

*Section 63.18(c):* Correspondence concerning this application should be addressed to:

<b>SK Telecom Holdings, L.P.</b>	<b>Pacific Lightnet, Inc.</b>	<b>TM Communications Hawaii, LLC:</b>
Peter A. Rohrbach Yaron Dori Mark W. Brennan Hogan & Hartson L.L.P. 555 13th Street NW Washington, D.C. 20004 Tel: (202) 637-5600 Fax: (202) 637-5910 <a href="mailto:parohrbach@hhlaw.com">parohrbach@hhlaw.com</a> <a href="mailto:ydori@hhlaw.com">ydori@hhlaw.com</a> <a href="mailto:mwbrennan@hhlaw.com">mwbrennan@hhlaw.com</a>	Laura M. Mayhook Mayhook Law PLLC 34808 N.E. 14th Avenue La Center, Washington 98629 Tel: (360) 263-4340 Fax: (360) 263-4343 <a href="mailto:laura@mayhooklaw.com">laura@mayhooklaw.com</a>	John A. Maraia Secretary 805 Third Avenue New York, NY 10022 Tel: (212) 355-3225 Fax: (212) 355-3499 <a href="mailto:john_maraia@taiamerica.com">john_maraia@taiamerica.com</a>

*Section 63.18(d):* The Applicant and Transferee, SK Telecom Holdings, L.P., has not previously received or held authority under Section 214 of the Communications Act to provide any form of telecommunications service, domestic or international.

**Answer to Question 11**

The following entities or individuals, directly or indirectly, own at least ten percent of the equity of the Applicant and Transferee, SK Telecom Holdings, L.P., as determined by successive multiplication in the manner specified in the note to 47 C.F.R. § 63.18(h):

*Name:* SK Capital Holdings, L.P.

*Address:* 515 S. Figueroa Street, Suite 1100, Los Angeles, California 90071

*Citizenship:* United States

*Principal Business:* Investment Management

*Ownership Interest:* Holds 78.125 percent of the equity in SK Telecom Holdings, L.P.

*Name:* Robert Seidler

*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071

*Citizenship:* United States

*Principal Business:* Private Investor

*Ownership Interest:* Holds an indirect 16.3 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

*Application to Transfer Control of Pacific Lightnet, Inc.,  
Under Section 214 of the Communications Act (International and Domestic)*

*Name:* Matthew Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 16.3 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

*Name:* Peter Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 12.5 percent interest in SK Telecom Holdings, L.P., through its interest in SK Capital Holdings, L.P.

*Name:* John Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 12.5 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

Each above-referenced private investor holds his interest in SK Telecom Holdings, L.P., through his respective interest in SK Telecom Capital, L.P.

Answer to Question 12

The Applicant and Transferee, SK Telecom Holdings, L.P., does not have any interlocking directorates, as that term is defined in 47 C.F.R. § 63.09(g), with a foreign carrier.

Answer to Question 13

On February 4, 2008, SK Telecom Holdings, L.P. ("SK Telecom"), Pacific Lightnet, Inc. ("PLNI"), and TM Communications Hawaii, LLC ("Tomen"), entered into a Stock Purchase Agreement ("Agreement") pursuant to which Tomen and NextNet Investments, LLC ("NextNet"), which together own all of the issued and outstanding stock of PLNI, agreed to sell 100 percent of the issued and outstanding stock of PLNI to SK Telecom. Tomen was permitted to sell NextNet's interest in PLNI through an irrevocable proxy exercised to effectuate the transfer.

To effectuate the transaction that is the subject of the Agreement, SK Capital Holdings, L.P. ("SK Capital"), a private investment management firm, created SK Telecom, which will acquire all of the issued and outstanding stock of PLNI (the "Transaction"). Upon consummation of the Transaction, PLNI will be wholly-owned by SK Telecom, which is majority-owned and controlled by SK Capital. The board of directors of PLNI and the managing partner of SK Telecom have, to the extent necessary, approved or ratified the Agreement.

*Application to Transfer Control of Pacific Lightnet, Inc.,  
Under Section 214 of the Communications Act (International and Domestic)*

Answer to Question 20

Pursuant to the terms of 47 C.F.R. §§ 63.18(p) and 63.12(c)(1)(ii), the international Section 214 portion of this submission qualifies for streamlined processing because, upon consummation of the transaction that is the subject of this Application, PLNI, the licensee herein, will have no affiliation with and will not be a foreign carrier in any destination country to which it provides service and therefore qualifies for a presumption of non-dominance pursuant to 47 C.F.R. § 63.10(a)(1).

**ATTACHMENT 2**

**Information Required for Domestic Section 214 Authorization**

The information below is provided pursuant to the requirements of 47 C.F.R. § 63.09(b).

**Section 63.09(a)(6) – Description of Transaction**

On February 4, 2008, SK Telecom Holdings, L.P. (“SK Telecom”), Pacific Lightnet, Inc. (“PLNI”), and TM Communications Hawaii, LLC (“Tomen”), entered into a Stock Purchase Agreement (“Agreement”) pursuant to which Tomen, which together with NextNet Investments, LLC (“NextNet”), owns all of the issued and outstanding stock of PLNI, agreed to sell 100 percent of the issued and outstanding stock of PLNI to SK Telecom. Tomen was permitted to sell NextNet’s interest in PLNI through an irrevocable proxy exercised to effectuate the transfer.

To effectuate the transaction that is the subject of the Agreement, SK Capital Holdings, L.P. (“SK Capital”), a private investment management firm, created SK Telecom, which will acquire all of the issued and outstanding stock of PLNI (the “Transaction”). Upon consummation of the Transaction, PLNI will be wholly-owned by SK Telecom, which is majority-owned and controlled by SK Capital. The board of directors of PLNI and the managing partner of SK Capital have, to the extent necessary, approved or ratified the Agreement.

**Section 63.09(a)(7) – Description of Domestic Geographic Service Regions**

The Applicant and Transferee, SK Telecom Holdings, L.P., currently does not provide domestic telecommunications services in any geographic areas and is not expected to provide telecommunications services in any geographic areas following consummation of the transaction that is the subject of this Application.

Pacific Lightnet, Inc., the entity being acquired by SK Telecom Holdings, L.P., currently provides a range of domestic telecommunications services on the islands that comprise the State of Hawaii. The telecommunications services provided consist of competitive local exchange; intrastate and interstate interexchange; and international service. These services are provided on both a retail and wholesale basis. Pacific Lightnet, Inc., also provides broadband Internet access, special access, and enhanced data services.

**Section 63.09(a)(8) – Statement Regarding Streamlined Treatment**

Pursuant to the terms of 47 C.F.R. §§ 63.04(a)(8) and 63.03(b), the domestic Section 214 portion of this submission qualifies for presumptive streamlined processing for at least one of the following reasons: (1) pursuant to the terms of 47 C.F.R. § 63.03(b)(ii), the Applicant and Transferee, SK Telecom Holdings, L.P., is not a telecommunications provider; and/or (2) pursuant to the terms of 47 C.F.R. § 63.03(b)(2)(i), the proposed transaction that is the subject of this Application would result in both the Transferee, SK Telecom Holdings, L.P., and the entity it is acquiring, Pacific Lightnet, Inc., having an individual or combined market share in the

*Application to Transfer Control of Pacific Lightnet, Inc.,  
Under Section 214 of the Communications Act (International and Domestic)*

interstate, interexchange market of less than ten percent, and both entities, to the extent they provide service, are non-dominant with respect to any service and will offer service exclusively in geographic areas served by a dominant local exchange carrier (Hawaiian Telcom) that is not a party to the transaction that is the subject of this Application.

Section 63.09(a)(9) – Related Applications

Transfer of control applications in connection with the following licenses have or soon will be filed with this Commission in connection with the transfer of control that is the subject of this Application:

- International Section 214 License (ITC-214-20010503-00269)
- Submarine Cable Landing License (SCL-ASG-20010516-00013)
- Common Carrier Fixed Point-to-Point Licenses Bearing the Following Call Signs:  
WHO653, WHO654, WHO657, WHO658, WHO664, WHO665, WHO666,  
WHO670, WHO671, WHO672, WHO673, WHO674, WHO675, WHO676, WMJ474,  
WMJ475, WMJ476, WPJD398, WPJD399, WQIB343, WQIB344
- Microwave Industrial/Business Pool License Bearing the Following Call Signs:  
WQEH949, WQEH950

Applications also have or soon will be filed with the Hawaii Public Utilities Commission in connection with the transfer of control.

Section 63.09(a)(10) – Statement Regarding Imminent Business Failure

Not applicable.

Section 63.09(a)(11) – Statement of Separately-Filed Waiver Requests

Not applicable.

Section 63.09(a)(12) – Statement Regarding Public Interest

The transfer of control and the Transaction of which it is a part will serve the public interest by providing current management of Pacific Lightnet, Inc. (“PLNI”) with a stable and committed investor partner, thereby improving the company’s ability to compete in its provision of telecommunications and other services to businesses and consumers in the State of Hawaii. In addition, the transfer of control will remove any potential restrictions on service offerings that may have resulted from the FCC’s limitation of foreign ownership – in this case, Tomen’s ultimate parent company in Japan.

PLNI is a corporation organized under the laws of the State of Hawaii. Fifty percent of the voting stock of PLNI is owned by TM Communications Hawaii, LLC (“Tomen”), and the



other 50 percent is owned by NextNet Investments, LLC ("NextNet"). Tomen was permitted to sell NextNet's interest in PLNI through an irrevocable proxy exercised to effectuate the transfer.

Tomen is ultimately controlled by Toyota Tsusho Corporation, a Japanese multi-business corporation which combines international trading functions with domestic source and supply activities, supply chain and logistics services, and processing and manufacturing functions in the industrial and consumer sectors. Tomen acquired its interest in PLNI in 2001, at a time when the marketplace for telecommunications services in the U.S. was markedly different than it is today. Over time, Tomen's and its ultimate parent's business focus evolved away from the U.S. telecom market and the company eventually decided to sell its interest (and that of NextNet) in PLNI to SK Telecom Holdings, L.P. ("SK Telecom").

SK Telecom is majority-owned by SK Capital Holdings, L.P. ("SK Capital"), a private firm comprised of experienced investors that have a history of investing in and supporting middle-market businesses led by strong management teams. To help fulfill its role as a capital partner and contributor to the PLNI business, SK Capital will bring to the table considerable financial and strategic experience in a range of businesses and enterprises. SK Capital does not invest in risky capital structures that seek to create short-term, leveraged returns. Rather, SK Capital's philosophy is to embrace its role as a trusted financial partner to inject stability and growth into the companies in which it invests.

The transfer of control will result only in a change in the ultimate ownership of PLNI. It is not expected to affect day-to-day operations of PLNI or its existing management personnel, who will continue to direct the business. PLNI will retain its existing authorizations and will continue to operate as it does today. There also are no anticipated changes to the rates, terms or conditions of service that PLNI offers today. The transfer of control is not expected to have any effect on PLNI's customers, and, as a result, the transfer is expected to be transparent to businesses and consumers that rely on PLNI's services.

At the same time, the transfer of control will facilitate the ongoing evolution of PLNI and will enable the company to improve its ability to compete against the dominant incumbent local exchange carrier in the state, Hawaiian Telcom, as well as a range of other competitive service providers. Additionally, because the transfer of control will result only in a change of ultimate control and ownership of a telecommunications service provider in Hawaii, the transfer will not result in a reduction in the number of service providers in the state. The transfer of control therefore will not adversely affect competition in Hawaii and instead will help stabilize the market for the provision of telecommunications and advanced services.

Because the transfer of control will not result in any customer-facing changes in PLNI, the transfer of control does not implicate the Commission's anti-slamming rules. As a result, no customer notice will be needed to effectuate the transfer. In short, the transfer of control is in the public interest.